

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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Highfields Capital Ltd., Highfields :  
Capital I LP, Highfields Capital II LP, :  
: Plaintiff, : Case No. 04-10624 (MLW)  
v. :  
: Defendant.  
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**CERTIFICATE OF THEODORE EDELMAN**

Pursuant to Local Rule 83.5.3 of the United States District Court for the District of Massachusetts, I hereby certify the following:

1. I am a member of the law firm of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498.

2. I have been admitted to the Bar of the State of New York. I have been admitted to the bars of the United States Supreme Court, the United States Courts of Appeals for the D.C., Federal, First, Second, Fifth, and Sixth Circuits and for the United States District Courts in the Southern and Eastern Districts of New York.

3. I am a member of the bar in good standing in every jurisdiction where I have been admitted to practice.

4. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.

5. I am familiar with the Local Rules in the United States District Court for the District of Massachusetts.

I state under the penalties of perjury that the foregoing is true and correct.

Dated: March 14, 2006

  
Theodore Edelman